MARVEL COMICS
EARTH'S MIGHTIEST HEROES
the AVENGERS
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SOMEWHERE IN A REMOTE SECTION OF PERU.
...HIGH ABOVE THE ANDES MOUNTAINS...
MY LORD KANG, I BEG YOU TO RECONSIDER.
IT IS NOT NECESSARY TO IMPRESS ME BY DESTROYING THE AVENGERS.
YOU DO NOT UNDERSTAND ME, MANTIS. PERHAPS THAT IS WHY YOU HAVE FAILED TO LOVE ME.
I HAD THEM BEATEN... BEATEN... YET THE AVENGERS HUMBLED ME AS NONE HAVE EVER HUMBLED ME BEFORE.*
AS SOON AS MY MEDICS HAVE FINISHED THEIR MINISTRATIONS...
WHETHER I COME TO LOVE YOU OR NOT WILL NOT DEPEND ON YOUR KILLING THEM.
* WAY BACK IN AVENGERS #3 (Through frankly, we think Kang just has a conveniently short memory -- Rachelle.)
...I WILL AVENGE MYSELF!
THIS IS NO LONGER AN AFFAIR OF THE HEART...
...THIS IS AN AFFAIR OF WAR!
AND IN AFFAIRS OF WAR, KANG IS THE UNDISPUTED MASTER.
I'M DELIGHTED TO HEAR THAT, O MASTER OF WAR...

...BECAUSE I HAVE NEED OF THEE.
WHAT?! WHO DARES ENTER KANG'S SANCTUARY UNBIDDEN?
HOW DID YOU PENETRATE MY SHIP'S SHIELDS?
AND WHAT MAKES YOU THINK I WOULD STOOP TO AID SOME INTRUDER? SPEAK!
I DID NOT SAY I SOUGHT YOUR AID, MY LORD KANG.
I SAID I HAVE NEED OF YOU.
PRECISION IS SO IMPORTANT.
AS YOU SEE.
MY HAND! WHAT'S HAPPENING TO IT?
THERMODYNAMICALLY SPEAKING, WE ARE WITNESSING THE TRANSFORMATION OF MATTER INTO ENERGY...
...OR PERHAPS IT'S THE CONSERVATION OF MATTER AND ENERGY.
I DO FIND PHYSICS SO DIFFICULT TO KEEP STRAIGHT, DON'T YOU?
MY LORD! WHAT IS HAPPENING?

I'M DISCORPORATING! I MUST ATTACK! REVERSE THE PROCESS WHILE THERE'S STILL TIME!
I AM SORRY, MY LORD, BUT REGRETTABLY, YOUR TIME IS UP.
SKREEK
KANG! MY LOVE! HE'S GONE! WHAT HAVE YOU DONE TO HIM?
Ah, MY SWEETLING, DO NOT DISTRESS YOURSELF...
...FOR YOU WILL NOT BE PARTED LONG.
I'M A BENEFICENT AND A GENEROUS GOD. YOU SHALL SHARE HIS FATE...
...FOR I HAVE NEED OF THEE TOO!
MY HANDS!
IT IS UNSETTLING, ISN'T IT?
STILL, I AM PUZZLED BY SOMETHING, MANTIS. TELL ME. IF A TREE FALLS IN A FOREST AND NO ONE'S THERE TO HEAR IT, DOES IT MAKE A SOUND?
THE QUESTION ECHOES HOLLOWLY WITHIN THE VAST CHAMBERS OF THE GREAT STARSHIP...
...BUT THERE IS NO ANSWER...
...FOR NO ONE'S THERE TO HEAR IT.

MEANWHILE, HALF A WORLD AWAY AT TONY STARK'S MANSION IN NEW YORK CITY.
THOOM
ATTACK, DAUGHTER. WHILE THE ELEMENT OF SURPRISE IS STILL OURS
MOTHER! IT'S WONDER MAN! HE'S BEEN BLOWN RIGHT THROUGH THE ROOF!
I WARNED HIM IF HE FAILED TO DESTROY THOR WITH A SINGLE BLOW HE'D REGRET IT!
UGGH!
THE BIG MAN WITH THE AXE IS ABOUT TO NAIL HELLCAT...
...BUT A SHOCK ARROW OUGHT TO SLOW HIM DOWN!
THOR'S REALLY FURIOUS!
GOOD, BECAUSE WE NEED ALL THE EDGE WE CAN GET!
"THEN LET'S LEVEL THE PLAYING FIELD A LITTLE, CAP.
"I'M ACTIVATING THE GROUNDS' HIDDEN WEAPONRY."
AXE MAN SHRUGGED OFF MY SHOCK ARROW. MAYBE SOME EPOXY GOOP!

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MY IMPROVED ARMOR'S FORCE SHIELD IS HOLDING OFF THE ENCHANTRESS' SPELL FOR NOW... ...BUT I CAN'T STOP OR I'M FRIED... ...AND CAP WON'T LAST LONG AGAINST ULTRON 5!
WANG
SSSSSS DEATH TO THE SCARLET WITCH WHO HAS BETRAYED US!
I MAY HAVE A CHANCE!
THE ROBOT MOVES LIKE LIGHTNING BUT WITHOUT FINESSE!
IT HASN'T LEARNED HAND TO HAND COMBAT YET!
EARTH'S Stan Lee MIGHTIEST HEROES
SHADOWPLAY
WALT SIMONSON WRITER
MICHAEL RYAN PENCILER
SALEEM CRAWFORD & CONRAD & RAPMUND INKERS
NATHAN LUMM COLORIST
WILDSTORM FX COMPUTER COLOR
RICHARD STARKINGS & COMICRAFT LETTERS
RACHELLE BRISSENDEN EDITOR
BOB HARRAS EDITOR IN CHIEF
BREEP
I BETRAYED NO ONE, HELLCAT! I MERELY CAME TO MY SENSES!
THE GROUND'S EXPLODING AROUND ME! CAN'T GET MY FOOTING!

MAN, MOTHING SEEMS TO STOP THIS GUY!
HERE, PAL! TRY CHEWING ON A LITTLE ULTRA-SOUND!
ARRGH! MINE EARS! MINE EARS!
"MINE EARS?" WHAT IS THIS GUY? GERMAN? HE SOUNDS AS SCREWY AS THOR!
FFFFFFFFFFFFFFFFF

THOU HAST SHOWN THY METTLE, WARRIOR! NOW GAZE UPON MY BEAUTY AND CONSIDER.
WILT THOU NOT FORESWEAR THY COMPANIONS AND BE MINE?

NOT A CHANCE, GORGEOUS! YOU'RE TOO... TOO... T...
MY BEAUTY HATH ENTHRALLED HIM AS IT DOES ALL MEN!

I WIT THE WORD THOU SEEKEST IS "STUNNING"!
THWACK

YOUR VAUNTED ABILITIES ARE IMPRESSIVE, CAPTAIN AMERICA...
...BUT ULTRON V HAS TAKEN YOUR MEASURE...
...AND FOUND YOU WANTING!
HE'S RIGHT. HIS SKILLS HAVE ALREADY IMPROVED TO THE POINT WHERE I'M GOING TO LOSE IN OUR NEXT EXCHANGE OF FAVORS...
...UNLESS...
C4K
FOOL! DID YOU THINK YOU CAN AVOID ME BY BEHAVING LIKE A MADDENED JACK RABBIT?
NO, BUT I CAN FEINT YOU INTO POSITION SO THAT TONY STARK'S WEAPONRY WILL DO SOME SERIOUS DAMAGE...
BTHAMM
...ESPECIALLY WHEN I REFLECT THE BLAST WITH MY SHIELD AND HIT YOU FROM TWO SIDES AT ONCE!
SQUEEEEE --!
GAME, SET, AND MATCH!

BUT THE MATCH IS NOT QUITE OVER...
...FOR IN ANOTHER PART OF THE GROUNDS...
THIS IS IT, GOLDILOCKS! IT'S DOWN TO YOU AND ME.
WHRAKT
THOU HAST FOUGHT WELL, WONDER MAN...
...BUT THY COWARD'S BLOW AT THE GATE* HATH ANGERED THE GOD OF THUNDER...
...AND NONE CAN MATCH THOR'S WRATH!
SO BE IT!
TKWHRAM
* SEE LAST ISSUE
COME, DAUGHTER. THE BATTLE IS LOST. 'TIS TIME FOR US TO DEPART.
BUT... WHAT OF OUR COMPANIONS?
THEY HAVE FAILED US. LET THEM SUFFER THE CONSEQUENCES!
TAKE COVER, EVERYBODY!
THOU ART WISE TO BE WARY, CAPTAIN AMERICA, BUT WISDOM WILL NOT SAVE THEE WHEN NEXT WE MEET.
FAREWELL!
AND WITH A FINAL CRACKLE OF ENERGY...

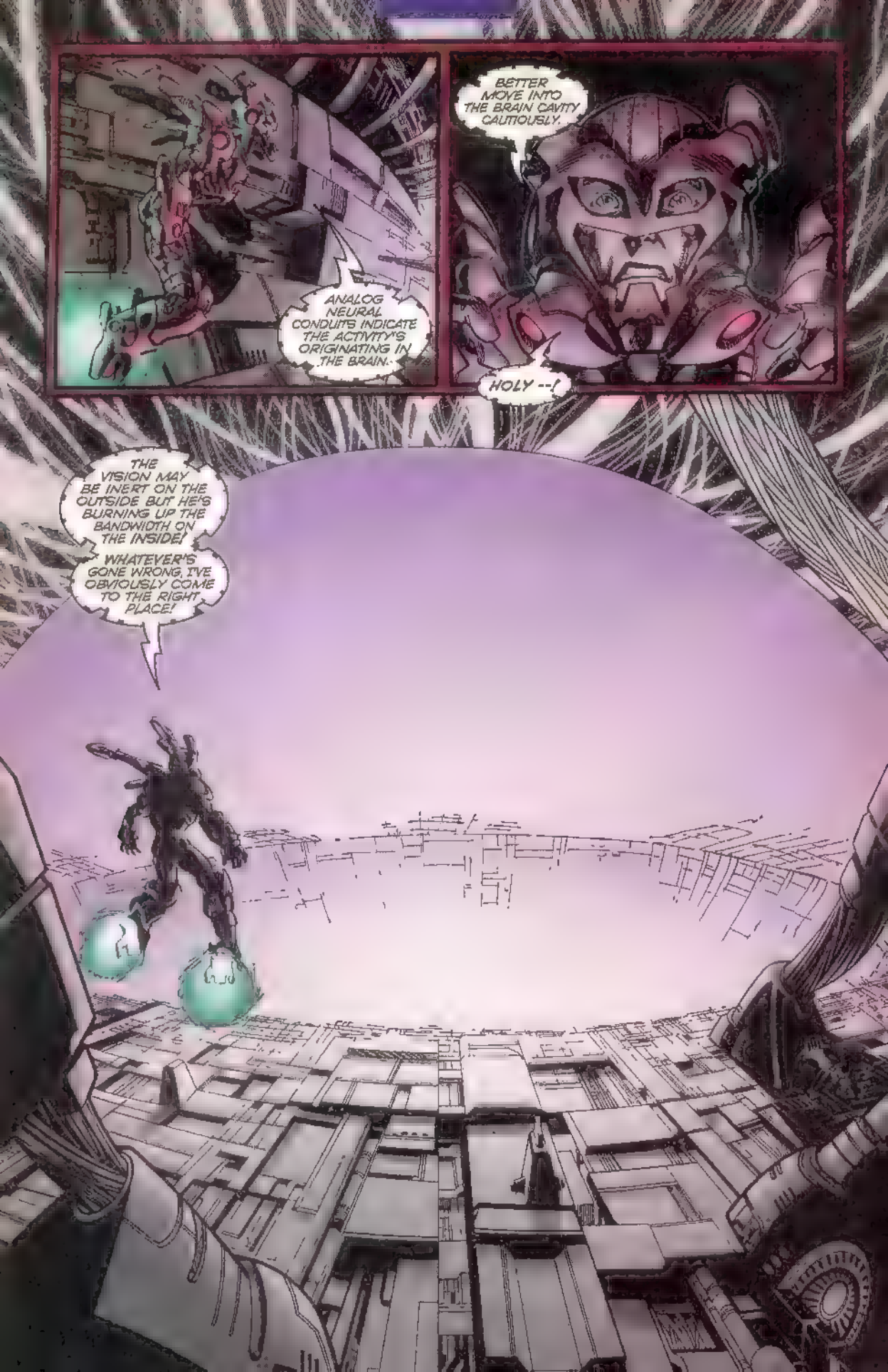
THE BATTLE IS OVER...
...BUT THERE ARE MANY UNANSWERED QUESTIONS HERE.
BETWEEN THE ATTACKS OF KANG, THE HULK, AND NOW THE LETHAL LEGION, IT ALMOST SEEMS AS THOUGH SOMEONE HAS DECLARED OPEN SEASON ON THE AVENGERS...
...AND I'D LIKE TO KNOW WHO, AND WHY.
I THINK I'D JUST LIKE TO HAVE MY EARS STOP RINGING!
I TOO HAVETH QUESTIONS. THIS BE THE EXECUTIONER OF ASGARD!
BUT IF RAGNAROK HATH ALREADY BEFALLEN*, HOW CAME HE HENCE?
YOU OKAY, HELLCAT?
I AM ANGRY, HAWKEYE, AND THE NEXT TIME I MEET THE SCARLET WITCH...
...NOTHING ON EARTH WILL SAVE HER FROM ME.
* OR SO WE HEARD IN AVENGERS -- Rachelle
RESTRAIN THAT KIND OF TALK, HELLCAT.
OUR IMMEDIATE PROBLEM IS SECURING OUR PRISONERS.
I SEE NO PROBLEM. I SHALL SLAY THE RECREANTS.
NOT VERY ENLIGHTENED, THOR, BUT THE IDEA DOES HAVE ITS APPEAL. STILL...
WE'RE NOT BARBARIANS, THOR.
BUT NO ORDINARY FACILITIES WILL HOLD PRISONERS LIKE THESE.
MUCH AS I HATE TO DO IT...
...I MUST ALERT NICK FURY... AND S.H.I.E.L.D.
BEEP

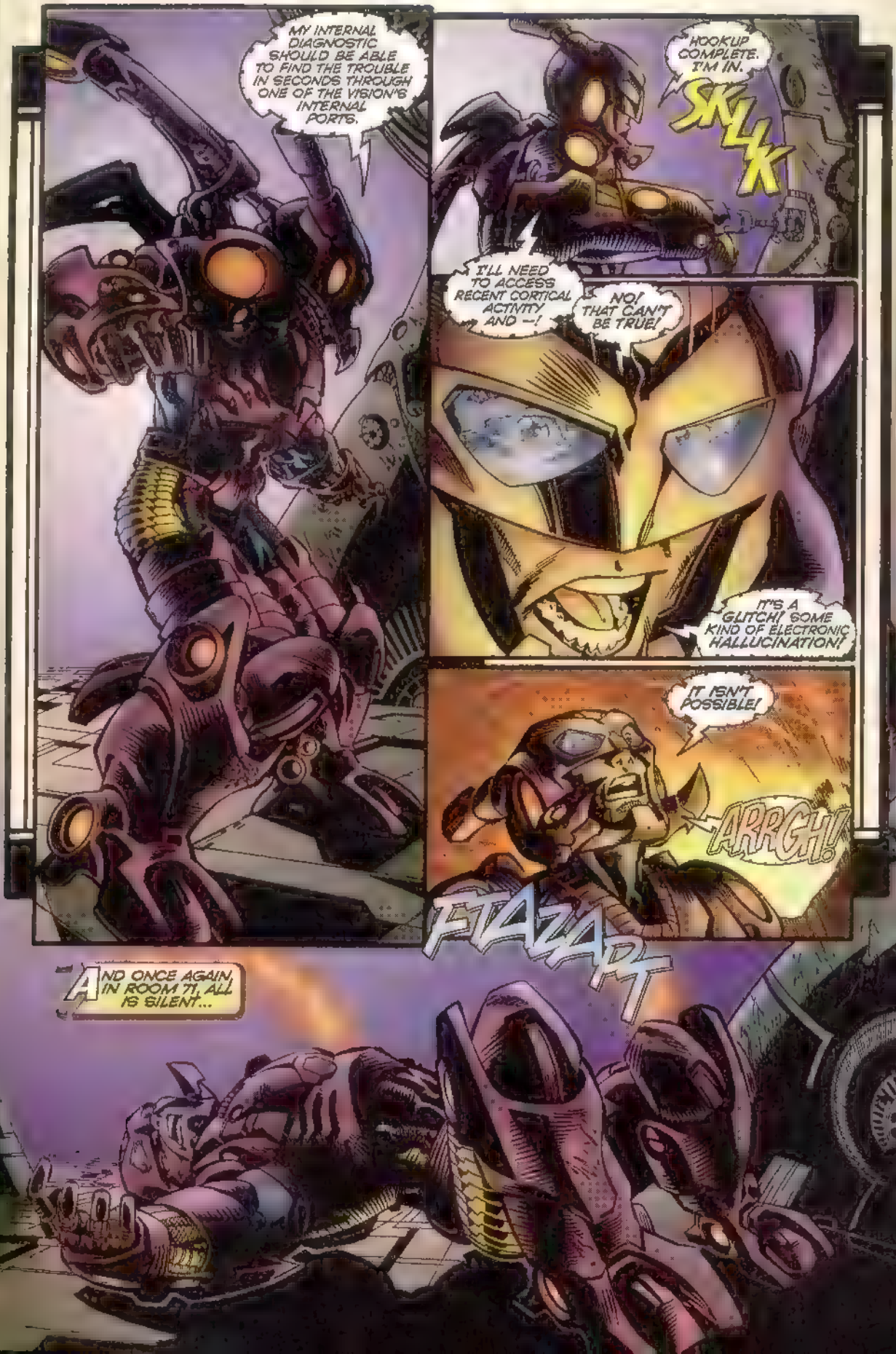
THRUMMMMMMMMMM
I THINK HE ALREADY KNOWS, CAP.
YOU GOT THAT RIGHT, ARROW BOY. MY OUTFIT FIELDS THE BEST PINPOINT SATELLITE SURVEILLANCE MONEY CAN BUY.
AIN'T MUCH I DON'T KNOW. AND WHAT I DON'T KNOW, I FIND OUT.
HELLO, CAP. HOW'S TRICKS?
THAT WOULD BE MORE YOUR DEPARTMENT THAN MINE, COLONEL.
PRETTY SNAPPY ANSWER FROM A GUY WHO THROWS A PARTY AND THEN EXPECTS ME TO TAKE OUT THE TRASH.
THINK OF THEM AS PARTY FAVORS
ALL RIGHT, MEN. DO IT!
KLIK
Uhhh...
SNAP
BEFORE YOU GO, COLONEL, HAVE YOU BEEN ABLE TO TRACE KANG'S STARSHIP?

GEEZ, YA DON'T ASK MUCH, DO YA? THAT GUY'S GOT STUFF THAT EVEN SCARES US.
WE AIN'T TRACKED H.M YET... BUT WE WILL.
WHAT ABOUT THE VISION? HE HASN'T BEEN RETURNED TO US.
AND HE AIN'T LIKELY TA BE EITHER! SHELLHEAD AND I ALREADY WENT OVER THAT.
HE'S GOVERNMENT PROPERTY TILL I SAY OTHERWISE...
...AND IF YA DON'T LIKE IT, YOU CAN ALWAYS GO TA COURT TA TRY TO GET HIM BACK.
YER "Q" RATINGS MAY BE BETTER'N MINE BUT I KNOW WHERE ALL THE BODIES ARE BURIED
ONE WORD FROM ME AND YOU'LL SPEND THE NEXT TWENTY YEARS WATCHING THE IRS SIFT THROUGH YER BACK TAXES!
THAT... AND THE FACT THE LETHAL LEGION WAS SO EASY TO [redacted].
WE NEED SOME ANSWERS.
THEY CAN GO OVER MY TAXES ANY TIME, COLONEL.
RIGHT NOW, IT'S THE PRESENCE OF SO MANY OLD FOES SUDDENLY COMING OUT OF THE WOODWORK THAT CONCERNS ME.
CRUNCH CRUNG
THRANG
I WANT TO TALK TO MODOK, ZEMO AND THE HOODS FROM A.I.M. YOU'RE HOLDING*.
AND WHY SHOULD I AGREE... SEEING AS HOW YA JUST GOT FINISHED BLOWING ME AND S.H.I.E.L.D. OFF?
YOU OWE ME THAT MUCH, FURY.
Last Seen In
I DON'T "OWE" YOU ANYTHING, CAPTAIN..
...BUT IT JUST SO HAPPENS I'M IN A GOOD MOOD RIGHT NOW... AND I WANT SOME ANSWERS TOO.
LIKE, DIDN'T WE BEAT A.I.M. YEARS AGO AND WHAT ARE THEY DOING BACK?

THE S.H.I.E.L.D. HELICARRIER...
SPECIAL DETENTION AREA...
...HOLDING CELLS FOR PRISONERS WHO CAN BE CONTAINED NOWHERE ELSE ON EARTH.
BLOCK D, WHERE CAPTURED MEMBERS OF A.I.M., BARON ZEMO...
...AND MODOK AWAIT THEIR ARRAIGNMENTS.
(RETINI) NO CONFINEMENT CAN HOLD ME! ALREADY, MY SUPERIOR BRAIN HAS EVOLVED A PLAN WHEREBY I WILL ESCAPE IN EXACTLY 37 MINUTES!
THEN LET CAPTAIN AMERICA LOOK TO HIS SAFETY! FOR I WILL BE REVENGED!
ACTUALLY, FOR THE TIME BEING, I WOULD PREFER THE CAPTAIN BE LEFT UNMOLESTED.
WHAT? WHO ARE YOU? HOW DID YOU ENTER MY CELL?
IRON BARS DO NOT A PRISON MAKE, MY GOOD MODOK.
BUT FEAR NOT. YOUR DELIVERER IS HERE!
I NEED NO HELP FROM ANYONE!
OR EVER WILL AGAIN, I WARRANT.
WHAT ARE YOU DOING? WHAT'S WRONG WITH MY HANDS?
BUT THE SHADOW DOES NOT ANSWER...
...AND A MOMENT LATER, THE CELL IS EMPTY.

ELSEWHERE ABOARD THE S.H.I.E.L.D. HELICARRIER, IN ROOM 71...
...WHERE ALL IS SILENT SAVE FOR THE SOFT HUM OF ELECTRONIC MONITORS..
...THE VISION LIES COLD... MOTIONLESS... ALONE.
THOUGH IN TRUTH, HE IS NOT AS ALONE AS HE SEEMS...
...FOR DEEP WITHIN HIS ANDROID FRAME...
ANTMAN, HA!
RIGHT NOW, I FEEL MORE LIKE MICROBE MAN!
CAP SAID THE VISION APPEARED OUT OF NOWHERE AFTER THE BATTLE WITH KANG AND COLLAPSED.
BUT SO FAR, I HAVEN'T FOUND ANYTHING SIGNIFICANTLY WRONG WITH HIS BODY CAVITY.
ONLY PLACE LEFT TO EXAMINE IS THE CRANIUM AND I SHOULD BE JUST ABOUT --!
WHOA! WHAT'S THIS?!
IT'S VISION'S MEMORY CENTER.
AND IT'S WORKING OVERTIME AT A SPEED FAR BEYOND ANYTHING I EVER DREAMED OF WHEN I DESIGNED IT
MY BOOTS ENABLE ME TO AVOID CONTACT WITH THE VISION'S INTERNAL STRUCTURES AND HIS VARIABLE DENSITY IMMUNE DEFENSES.
BUT IF I DON'T FIGURE A WAY TO GET HIM ON HIS FEET AND ME OUT OF HERE SHORTLY...
...I'M TOAST!


ANALOG NEURAL CONDUITS INDICATE THE ACTIVITY'S ORIGINATING IN THE BRAIN.
BETTER MOVE INTO THE BRAIN CAVITY CAUTIOUSLY.
HOLY --!
THE VISION MAY BE INERT ON THE OUTSIDE BUT HE'S BURNING UP THE BANDWIDTH ON THE INSIDE!
WHATEVER'S GONE WRONG, I'VE OBVIOUSLY COME TO THE RIGHT PLACE!


MY INTERNAL DIAGNOSTIC SHOULD BE ABLE TO FIND THE TROUBLE IN SECONDS THROUGH ONE OF THE VISION'S INTERNAL PORTS.
HOOKUP COMPLETE. I'M IN.
SKLAK
I'LL NEED TO ACCESS RECENT CORTICAL ACTIVITY AND —!
NO! THAT CAN'T BE TRUE!
IT'S A GLITCH! SOME KIND OF ELECTRONIC HALLUCINATION!
IT ISN'T POSSIBLE!
ARRGH!
FTAZZART
AND ONCE AGAIN, IN ROOM 71, ALL IS SILENT...

...AT LEAST, IN THAT PORTION OF THE HELICARRIER.
WADDYA MEAN THE PRISONERS HAVE VANISHED!
NOBODY'S SUPPOSED TA GET OFF THIS SHIP UNLESS I SAY SO!
WE DON'T KNOW WHAT HAPPENED, S R. WE HEARD YELLING IN THE CELL BLOCK.
WE WERE ONLY A FEW FEET FROM THE DOOR.
BY THE TIME WE OPENED IT, THE YELLING HAD STOPPED...
...THE PRISONERS WERE GONE, AND THE CELLS WERE STILL LOCKED.
I DON'T THINK THE PRISONERS WERE EXACTLY HAPPY ABOUT WHATEVER HAPPENED, SIR.
THEY AIN'T THE ONLY ONES, SONNY!
I'VE GOT A GOOD MIND TA HAUL OFF AND --
REMEMBER WHAT HAPPENED TO GENERAL PATTON FOR STRIKING A SOLDIER, COLONEL.
-- HAUL OFF AND SEND YOU FOR A NICE LOOOONG REST.
SIR?
TO MARINE BOOTCAMP ON PARRIS ISLAND! PERMANENTLY!

I WANT A *DOUBLE* DETAIL ON DUTY HERE FROM NOW *ON!*

HALF ON STATION, HALF *INSIDE* THE CELL BLOCK!

I WANT THE NEW PRISONERS WATCHED *ROUND THE CLOCK*

NO EXCEPTIONS!

DO I MAKE MYSELF *CLEAR!*

YESSIR!

THEN *JUMP* ON IT! *NOW!*

THEP

HOVERCRAFT, THIS S FURY. START OFFLOADING THE PRISONERS.

AND DON'T TAKE ANY CHANCES, YA SEE ANYTHING YA DON'T LIKE, *SHOOT* FIRST AND ASK QUESTIONS *AFTERWARDS!*

THAT GUARD WAS R GHT ABOUT ONE THING, FURY.

ZEMO'S SHACKLES ARE STILL *LOCKED.*

WHATEVER HAPPENED TO THEM, IT WASN'T THEIR DOING.

NOW *THAT'S* A THOUGHT THAT MAKES ME FEEL ALL WARM AND FUZZY INSIDE.

ANYTHING *ELSE?*

YES. NOW, I'D *REALLY* LIKE TO KNOW WHERE KANG AND MANTIS ARE.

YA THINK *THEY* GOT SOMETHIN' TA DO WITH THIS?

I'M *SURE* THEY'RE INVOLVED...

.. BUT I HAVE NO IDEA HOW. NOT *YET* ANYWAY.

SOMETIME LATER THAT DAY...

...ON THE STREETS OF MANHATTAN..

WHO'D HAVE BELIEVED AGATHA HARKNESS WOULD BE REDUCED TO TRAVELING IN THE BODY OF HER OWN *FAMILIAR!*

BUT WANDA'S IN *DANGER*, I CAN *SENSE* IT!

I'VE REACHED THE STARK ESTATE!

NOW IF ONLY I CAN CONVINCE THE AVENGERS THAT --

SKRRZZK

EE EEEEE

NAUGHTY KITTY. WE DON'T WANT YOU RUNNING IN AND DISTURBING THE AVENGERS NOW, DO WE?

NO, OF *COURSE* NOT.

SO YOU JUST REST QUIETLY OUTSIDE HERE WHILE WE GO ON ABOUT OUR BUSINESS.

WHILE INSIDE...

THESE *MENIAL* TASKS BE NOT FIT FOR THE GOD OF THUNDER.

MAN! I CANNOT *BELIEVE* THAT WE HAVE TO CLEAN THIS PLACE UP BY OUR-SELVES!

I ESPECIALLY LIKE THE WAY CAP BLEW US OFF BY SKIPPING OUT WITH FURY!

I CAN'T *BELIEVE* YOU JERKS!

YOU DON'T MIND FIGHTING WORLD CLASS MENACES TO THE DEATH BUT JUST ASK YOU TO DO A LITTLE *HOUSEWORK* AND BAM!

YOU GO ALL TO PIECES! *MEN!*

KICK

YEAHP WELL, FIGHTING WORLD CLASS MENACES IS MORE *FUN!*

WE'RE GLAD TO HEAR THAT, BOWMAN, BECAUSE THAT'S EXACTLY WHAT WE'VE GOT IN MIND.
WHAT --?
WHO BE THESE FECKLESS CREATURES THAT COURT DEATH SO CARELESSLY?
VERILY, 'TWOULD SEEM THAT PESTILENCE DOTH RAIN FROM THE HEAVENS LIKE A PLAGUE OF LOCUSTS!
WE'RE THE MASTERS OF EVIL, AVENGERS...
The Black Knight
WHIRLWIND
RADIOACTIVE MAN

KLAW
THE MASTER OF SOUND...
...AND THE MYSTERIOUS
MELTER
AND WE'RE HERE TO TAKE YOU DOWN!
STARTING NOW!
FWOOOSH
NOT AGAIN! WHAT'S GOING ON?
WHAT'S GOING ON IS THAT WE'RE STANDING HERE WHILE THEY'RE FIRING ROCKETS AT US! DUCK!
BOOM

AND FAR ABOVE, IN CELLBLOCK D...

WHAT DOTH *TRANSPIRE?* THE GUARDS HAVE *COLLAPSED!*

LOKI!

GREETINGS, SKURGE.

QUICK! *RELEASE* ME AND *WONDER MAN*...

...THAT WE MAY RETURN AND TEACH THOSE SWAGGERING AVENGERS A *LESSON!*

FORGET THEM. THEY'RE BEING TAUGHT A LESSON EVEN AS WE SPEAK.

AND FRANKLY, WE HAVE OTHER FISH TO FRY, THEE AND ME.

WHAT SAYEST THOU? YE MUST AID ME. WE BE FELLOW *ASGARDIANS.*

'TIS *PRECISELY* THE POINT. HOW CAN WE BE FELLOW ASGARDIANS WHEN THERE IS *NO* ASGARD?

Huh?

THE ANSWER, MY DIMWITTED FRIEND, IS THAT WE ARE NOT ASGUARDIANS AT ALL...
...BUT THE FIGMENTS OF SOMEONE'S SLIGHTLY UNDER-DONE IMAGINATION. WE ARE MERELY PUPPETS.
BUT LIKE PINOCCHIO, I INTEND TO BECOME A REAL BOY!
YOU SPEAK IN RIDDLES, TRICKSTER! RELEASE ME!
REST ASSURED, EXECUTIONER, I WILL DO PRECISELY THAT!
AND OUTSIDE CELLBLOCK D, THE S.H.I.E.L.D. HELICARRIER IS SUDDENLY FILLED FROM STEM TO STERN WITH ROARING LAUGHTER...
...THAT SEEMS TO COME FROM EVERYWHERE!
AND WHEN THE LAUGHTER DIES AWAY...
...IT LEAVES NEITHER TRACE... NOR PRISONERS... BEHIND.
NEXT
SHADOW BOX!
IN WHICH THE AVENGERS COME FACE TO FACE WITH THEIR OTHER SELVES! AND FIND THAT NOTHING IS WHAT IT SEEMS!